

For Six Month Period Ending 9-30-1998
(Insert date)

I - REGISTRANT

1. (a) Name of Registrant THE WEBER GROUP (b) Registration No. 5250

(c) Business Address(es) of Registrant 101 MAIN ST - 8TH FLOOR
CAMBRIDGE, MA 02142

2. Has there been a change in the information previously furnished in connection with the following:

(a) If an individual:

(1) Residence address	Yes <input type="checkbox"/>	No <input type="checkbox"/>
(2) Citizenship	Yes <input type="checkbox"/>	No <input type="checkbox"/>
(3) Occupation	Yes <input type="checkbox"/>	No <input type="checkbox"/>

(b) If an organization:

(1) Name	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
(2) Ownership or control	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
(3) Branch offices	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>

(c) Explain fully all changes, if any, indicated in items (a) and (b) above.

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IF THE REGISTRANT IS AN INDIVIDUAL, OMIT RESPONSE TO ITEMS 3, 4, AND 5(a).

3. If you have previously filed Exhibit C¹, state whether any changes therein have occurred during this 6 month reporting period.
Yes ☐ No ☒

If yes, have you filed an amendment to the Exhibit C? Yes ☐ No ☐

If no, please attach the required amendment.

¹ The Exhibit C, for which no printed form is provided, consists of a true copy of the charter, articles of incorporation, association, and by laws of a registrant that is an organization. (a waiver of the requirement to file an Exhibit C may be obtained for good cause upon written application to the Assistant Attorney General, Criminal Division, Internal Security Section, U.S. Department of Justice, Washington, D.C. 20530.)

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4. (a) Have any persons ceased acting as partners, officers, directors or similar officials of the registrant during this 6 month reporting period? Yes ☐ No ☒

If yes, furnish the following information:

Name	Position	Date Connection Ended
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- (b) Have any persons become partners, officers, directors or similar officials during this 6 month reporting period? Yes ☐ No ☒

If yes, furnish the following information:

Name	Residence Address	Citizenship	Position	Date Assumed
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5. (a) Has any person named in item 4(b) rendered services directly in furtherance of the interests of any foreign principal? Yes ☐ No ☒

If yes, identify each such person and describe his service.

- (b) Have any employee or individuals, who have filed a short form registration statement, terminated their employment or connection with the registrant during this 6 month reporting? Yes ☒ No ☐

If yes, furnish the following information:

Name	Position or connection	Date terminated
JOHN POLIVKA	PUBLIC RELATIONS	4-30-1998

- (c) During this six month reporting period, has the registrant hired as employees or in any other capacity, any persons who rendered or will render services to the registrant directly in furtherance of the interests of any foreign principal(s) in other than a clerical or secretarial, or in a related or similar capacity? Yes ☐ No ☒

If yes, furnish the following information:

Name	Residence Address	Citizenship	Position	Date Assumed
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6. Have short form registration statements been filed by all of the persons named in Items 5(a) and 5(c) of the supplemental statement? Yes ☐ No ☐

If no, list names of persons who have not filed the required statement.

II - FOREIGN PRINCIPAL

7. Has your connection with any foreign principal ended during this 6 month reporting period?

Yes ☐No ☒

If yes, furnish the following information:

Name of foreign principal

Date of termination

8. Have you acquired any new foreign principal² during this 6 month reporting period?

Yes ☐No ☒

If yes, furnish following information:

Name and address of foreign principal

Date acquired

9. In addition to those named in Items 7 and 8, if any, list foreign principals² whom you continued to represent during the 6 month reporting period.

10. **EXHIBITS A AND B**

(a) Have you filed for each of the newly acquired foreign principals in Item 8 the following:

Exhibit A ³	Yes <input type="checkbox"/>	No <input type="checkbox"/>
Exhibit B ⁴	Yes <input type="checkbox"/>	No <input type="checkbox"/>

If no, please attach the required exhibit.

(b) Have there been any changes in the Exhibits A and B previously filed for any foreign principal whom you represented during this six month period? Yes ☐ No ☐

If yes, have you filed an amendment to these exhibits? Yes ☐ No ☐

If no, please attach the required amendment.

2 The term "foreign principal" includes, in addition to those defined in section 1(b) of the Act, an individual organization any of whose activities are directly or indirectly supervised, directed, controlled, financed, or subsidized in whole or in major part by a foreign government, foreign political party, foreign organization or foreign individual. (See Rule 100(a) (9)). A registrant who represents more than one foreign principal is required to list in the statements he files under the Act only those principals for whom he is not entitled to claim exemption under Section 3 of the Act. (See Rule 208.)

3 The Exhibit A, which is filed on form CRM-157 (Formerly OBD-67) sets forth the information required to be disclosed concerning each foreign principal.

4 The Exhibit B, which is filed on Form CRM-155 (Formerly OBD-65) sets forth the information concerning the agreement or understanding between the registrant and the foreign principal.

III - ACTIVITIES

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11. During this 6 month reporting period, have you engaged in any activities for or rendered any services to any foreign principal named in Items 7, 8, and 9 of this statement? Yes ☒ No ☒

If yes, identify each such foreign principal and describe in full detail your activities and services:

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12. During this 6 month reporting period, have you on behalf of any foreign principal engaged in political activity⁵ as defined below? Yes ☐ No ☒

If yes, identify each such foreign principal and describe in full detail all such political activity, indicating, among other things, the relations, interests and policies sought to be influenced and the means employed to achieve this purpose. If the registrant arranged, sponsored or delivered speeches, lectures or radio and TV broadcasts, give details as to dates, places, of delivery, names of speakers and subject matter.

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13. In addition to the above described activities, if any, have you engaged in activity on your own behalf which benefits any or all of your foreign principals? Yes ☐ No ☒

If yes, describe fully.

⁵ The term "political activities" means any activity that the person engaging in believes will, or that the person intends to, in any way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting or changing the domestic or foreign policies of the United States or with reference to political or public interests, policies, or relations of a government, a foreign country or a foreign political party.

IV - FINANCIAL INFORMATION

14. (a) RECEIPTS-MONIES

During this 6 month reporting period, have you received from any foreign principal named in Items 7, 8, and 9 of this statement, or from any other source, for or in the interests of any such foreign principal, any contributions, income or money either as compensation or otherwise? Yes ☒ No ☐

If no, explain why.

If yes, set forth below in the required detail and separately for each foreign principal an account of such monies⁶

Date	From Whom	Purpose	Amount
9.30.1998	CETRA	PUBLIC RELATIONS	\$164,293.75

\$164,293.75
Total

(b) RECEIPTS - FUND RAISING CAMPAIGN

During this 6 month reporting period, have you received, as part of a fund raising campaign⁷, any money on behalf of any foreign principal named in items 7, 8, and 9 of this statement? Yes ☐ No ☒

If yes, have you filed an Exhibit D to your registration? Yes ☐ No ☐

If yes, indicate the date the Exhibit D was filed. Date _____

(c) RECEIPTS-THINGS OF VALUE

During this 6 month reporting period, have you received any thing of value⁹ other than money from any foreign principal named in Items 7, 8, and 9 of this statement, or from any other source, for or in the interests of any such foreign principal?

Yes ☐ No ☒

If yes, furnish the following information:

Name of foreign principal	Date received	Description of thing of value	Purpose
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^{6, 7} A registrant is required to file an Exhibit D if he collects or receives contributions, loans, money, or other things of value for a foreign principal, as part of a fund raising campaign. (See Rule 201(e).)

⁸ An Exhibit D, for which no printed form is provided, sets forth an account of money collected or received as a result of a fund raising campaign and transmitted for a foreign principal.

⁹ Things of value include but are not limited to gifts, interest free loans, expense free travel, favored stock purchases, exclusive rights, favored treatment over competitors, "kickbacks," and the like.

15. (a) DISBURSEMENTS-MONIES

During this 6 month reporting period, have you

(1) disbursed or expended monies in connection with activity on behalf of any foreign principal named in Items 7, 8, and 9 of this statement? Yes ☐ No ☒

(2) transmitted monies to any such foreign principal? Yes ☐ No ☐

If no, explain in full detail why there were no disbursements made on behalf of any foreign principal.

If yes, set forth below in the required detail and separately for each foreign principal an account of such monies, including monies transmitted, if any, to each foreign principal.

Date	To Whom	Purpose	Amount
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Total

(b) **DISBURSEMENTS-THINGS OF VALUE**

During this 6 month reporting period, have you disposed of anything of value¹⁰ other than money in furtherance of or in connection with activities on behalf of any foreign principal named in Items 7, 8, and 9 of this statement?

Yes ☐

No ☒

If yes, furnish the following information:

Date disposed	Name of person to whom given	On behalf of what foreign principal	Description of thing of value	Purpose
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(c) **DISBURSEMENTS-POLITICAL CONTRIBUTIONS**

During this 6 month reporting period, have you from your own funds and on your own behalf either directly or through any other person, made any contributions of money or other things of value¹¹ in connection with an election to any political office, or in connection with any primary election, convention, or caucus held to select candidates for political office?

Yes ☐

No ☒

If yes, furnish the following information:

Date	Amount or thing of value	Name of political organization	Name of candidate
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^{10, 11} Things of value include but are not limited to gifts, interest free loans, expense free travel, favored stock purchases, exclusive rights, favored treatment over competitors, "kickbacks" and the like.

V - INFORMATIONAL MATERIALS

16. During this 6 month reporting period, did you prepare, disseminate or cause to be disseminated any informational materials¹²?
 Yes ☐ No ☒

IF YES, RESPOND TO THE REMAINING ITEMS IN SECTION V.

17. Identify each such foreign principal.

18. During this 6 month reporting period, has any foreign principal established a budget or allocated a specified sum of money to finance your activities in preparing or disseminating informational materials? Yes ☐ No ☒

If yes, identify each such foreign principal, specify amount, and indicate for what period of time.

19. During this 6 month reporting period, did your activities in preparing, disseminating or causing the dissemination of informational materials include the use of any of the following:

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|---|---|--|---|
| <input type="checkbox"/> Radio or TV broadcasts | <input type="checkbox"/> Magazine or newspaper articles | <input type="checkbox"/> Motion picture films | <input type="checkbox"/> Letters or telegrams |
| <input type="checkbox"/> Advertising campaigns | <input checked="" type="checkbox"/> Press releases | <input type="checkbox"/> Pamphlets or other publications | <input type="checkbox"/> Lectures or speeches |
| <input type="checkbox"/> Other (specify) _____ | | | |

20. During this 6 month reporting period, did you disseminate or cause to be disseminated informational materials among any of the following groups:

- | | | |
|--|---|---|
| <input type="checkbox"/> Public Officials | <input checked="" type="checkbox"/> Newspapers | <input type="checkbox"/> Libraries |
| <input type="checkbox"/> Legislators | <input type="checkbox"/> Editors | <input type="checkbox"/> Educational institutions |
| <input type="checkbox"/> Government agencies | <input type="checkbox"/> Civic groups or associations | <input type="checkbox"/> Nationality groups |
| <input type="checkbox"/> Other (specify) _____ | | |

21. What language was used in the informational materials:

- ☒ English ☐ Other (specify) _____

22. Did you file with the Registration Unit, U.S. Department of Justice a copy of each item of such informational materials disseminated or caused to be disseminated during this 6 month reporting period? Yes ☐ No ☒

23. Did you label each item of such informational materials with the statement required by Section 4(b) of the Act?

Yes ☐ No ☒

¹² The term informational materials includes any oral, visual, graphic, written, or pictorial information or matter of any kind, including that published by means of advertising, books, periodicals, newspapers, lectures, broadcasts, motion pictures, or any means or instrumentality of interstate or foreign commerce or otherwise. Informational materials disseminated by an agent of a foreign principal as part of an activity in itself exempt from registration, or an activity which by itself would not require registration, need not be filed pursuant to Section 4(b) of the Act.

VI--EXECUTION

In accordance with 28 U.S.C. § 1746, the undersigned swear(s) or affirm(s) under penalty of perjury that he/she has (they have) read the information set forth in this registration statement and the attached exhibits and that he/she is (they are) familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his/her (their) knowledge and belief, except that the undersigned make(s) no representation as to truth or accuracy of the information contained in the attached Short Form Registration Statement(s), if any, insofar as such information is not within his/her (their) personal knowledge.

(Date of signature) 9.21.2001

(Type or print name under each signature¹³)

William Davies

WILLIAM DAVIES

¹³ This statement shall be signed by the individual agent, if the registrant is an individual, or by a majority of those partners, officers, directors or persons performing similar functions, if the registrant is an organization, except that the organization can, by power of attorney, authorize one or more individuals to execute this statement on its behalf.

Massachusetts

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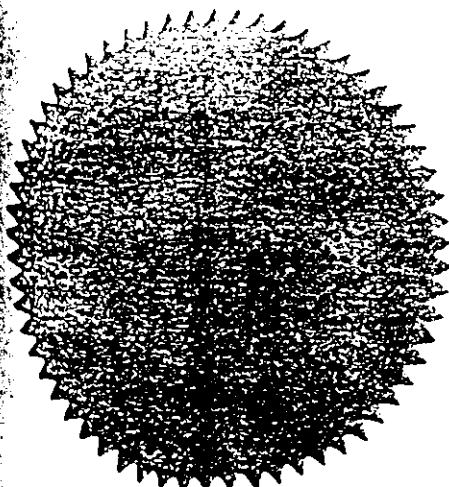
Francis C.
Secretary of the
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is a domestic corporation organized under the laws of the Commonwealth of
Massachusetts, and is duly qualified to do business in the Commonwealth.

Whereas the said corporation is now pending in the Commonwealth
General Laws Chapter 298, Section 24, for said corporation's dissolution, and articles of
dissolution have not been filed, said corporation, that said corporation has filed all annual
reports, and paid all fees with respect to such reports, and so far as appears of record said
corporation has legal existence and is in good standing with this office.

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In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

* This is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Taxation.

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ncorporation.

Flaherty, P.C.

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provision

17-188498

2. ... business of providing public relations services, advertising, marketing, media, business and management services ... activity shall not be lawfully carried on by a corporation organized under the Massachusetts General Laws, Chapter 156B, as amended.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch for binding. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

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...Any contract or other transaction of the Corporation
...of the Board of Directors or of any committee thereof which
...shall be ratified by a majority of the holders of the issued and
...outstanding stock entitled to vote at any annual meeting or any
...special meeting called for that purpose shall be as valid and as
...binding as though ratified by every stockholder of the
...Corporation; provided, however, that any failure of the
...stockholders to approve or ratify such contract or other
...transaction, when and if submitted, shall not be deemed in any
...ways to render the same invalid or deprive the directors and
...officers of their right to proceed with such contract or other
...transaction.

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the corp. shall be held liable for all such damages approved
by the stockholders of the corporation after
the passage of such indemnification by:

The Board of Directors by a majority of a quorum
consisting of directors who were not parties to
such action, suit or proceeding, or by

The stockholders of the Corporation by a majority
vote of a quorum consisting of stockholders who
were not parties to such action, suit or
proceeding, or

In the absence of action by disinterested
directors or stockholders as above provided, there has
been obtained at the request of a majority of the Board
of Directors then in office a written opinion of
independent legal counsel to the effect that the
director or officer to be indemnified appears to have
acted in good faith in the reasonable belief that his
action was in the best interests of the Corporation.

Upon request therefor by any director, officer or person
enumerated in the preceding paragraph of this Article, the
Corporation may from time to time, if authorized by the Board of
Directors, prior to final adjudication or compromise or
settlement of the matter or matters as to which indemnification
is claimed, advance to such director, officer or person all
expenses incurred by him to date of such request. Any advance

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c. The date and place of the annual meeting of the corporation is: December

d. The date and place of the annual meeting of the corporation is:

First Tuesday in April

e. The name and business address of the resident agent, if any, of the corporation is:

Not Applicable

IN WITNESS WHEREOF and under the penalties of perjury the INCORPORATOR(S) sign(s) these Articles of Organization
this 8th day of June 19 87

John D. May Jr., III

The signature of each incorporator which is not a natural person must be an individual who shall show the capacity in which he acts and by signing shall represent under the penalties of perjury that he is duly authorized on its behalf to sign these Articles of Organization.

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1.4. Notice of Meeting. A written notice of every meeting of stockholders, stating the place, date and hour thereof, and the purposes for which the meeting is to be held, shall be given by the Clerk or by the person calling the meeting at least seven days before the meeting to each stockholder entitled to vote thereat and to each stockholder who by law, or by the Articles of Organization or by these By-Laws is entitled to such notice, by leaving such notice with him or at his residence or usual place of business, or by mailing first class postage prepaid and addressed to such stockholder at his address as it appears upon the stock record books of the corporation. No notice need be given to any stockholder if a written waiver of notice, executed before or after the meeting by the stockholder or his attorney thereunto authorized, is filed with the records of the meeting.

1.5. Quorum. The holders of a majority in interest of all stock issued, outstanding and entitled to vote at a meeting shall constitute a quorum but a lesser number may adjourn any meeting from time to time without further notice.

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hold meetings for the stockholders and
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Director may resign his office by resignation to the
corporation, by the President or Clerk.
Such resignation shall be effective upon receipt unless it is
specified to be effective at some other time or upon the happen-
ing of some event.

2.6. Any Director may be removed from office (a)
by vote of a majority of the stockholders
present at a meeting of stockholders, or (b) for cause
by vote of a majority of the Directors then in office. A
Director may be removed for cause only after reasonable notice
and opportunity to be heard before the body proposing to remove
him.

2.7. Meetings. Regular meetings of the Directors may be
held without call or notice at such places and at such times as
the Directors may from time to time determine, provided that any
Director who is absent when such determination is made shall be
given notice of the determination. A regular meeting of the
Directors may be held without a call or notice at the same place
as the annual meeting of stockholders, or the special meeting
held in lieu thereof, following such meeting of stockholders.
Special meetings of the Directors may be held at any time and
place designated in a call by the President, Treasurer or two or
more Directors.

2.8. Notice of Meeting. Notice of all special meetings of
the Directors shall be given to each Director by the Clerk, or
Assistant Clerk, or in case of the death, absence, incapacity or

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11. Committees The Directors may by vote of a
majority of the Directors then in office elect from their number
an executive committee or committees and may by like vote
delegate thereto some or all of their powers except those which
by law, the Articles of Organization or these By-Laws they are
prohibited from delegating. Except as the Directors may
otherwise determine, any such committee may make rules for the
conduct of its business, but unless otherwise provided by the
Directors or in such rules its business shall be conducted as
nearly as may be in the same manner as is provided by these
By-Laws for the Directors. All members of such committees shall
hold such offices at the pleasure of the Board of Directors. The
Board of Directors may abolish any such committee at any time.
Any committee to which the Board of Directors delegates any of
its powers or duties shall keep records of its meetings and shall
upon request report its action to the Board of Directors. The
Board of Directors shall have power to rescind any action of any
committee, but no such rescission shall have retroactive effect.

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3.5. Removal. The Directors may remove any officer with or without cause by a vote of a majority of the entire number of Directors then in office.

3.5. President and Vice Presidents. The President shall be the chief executive officer of the corporation and shall, subject to the direction of the Directors, have general supervision and control of its business. Unless otherwise provided by the Directors he shall preside, when present, at all meetings of stockholders and of the Directors. Any Vice President shall have such powers as the Directors may from time to time designate.

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and may, from time to time, and shall, subject to the provisions of the Act, exercise all such duties and powers as may be conferred upon him by or under the said Act, and may, from time to time, and shall, subject to the provisions of the Act, exercise all such duties and powers as may be conferred upon him by or under the said Act, and may, from time to time, and shall, subject to the provisions of the Act, exercise all such duties and powers as may be conferred upon him by or under the said Act.

Capital Stock

4.1 Certificates of Stock. Each stockholder shall be entitled to a certificate stating the number and the class and the designation of the series, if any, of the shares of the corporation held by him in such form as may be prescribed from time to time by the Directors. The certificate shall be signed by the President or a Vice President, and by the Treasurer or an Assistant Treasurer, but when a certificate is countersigned by a transfer agent or a registrar, other than a Director, officer or employee of the corporation, such signatures may be facsimiles. In case any officer who has signed or whose facsimile signature has been placed on such certificate shall have ceased to be an officer before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer at the time of its issue.

4.2. Transfers. Shares of stock may be transferred on the books of the corporation subject to any restrictions on transfer contained in the Articles of Organization, these By-Laws or any agreement to which the corporation is a party, by the surrender

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... shall have the right to give such consent
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Without filing such record date the Directors may for any of such
purposes close the transfer books for all or any part of such
period.

... In case of the alleged
loss or destruction or the mutilation of a certificate of stock,
a duplicate certificate may be issued in place thereof, upon such
terms as the Directors may prescribe.

ARTICLE V

Miscellaneous Provisions

5.1. Fiscal Year. Except as from time to time otherwise
determined by the Directors, the fiscal year of the corporation
shall be the twelve months ending on December 31 of each year.

5.2. Seal. The corporation shall have a seal in such form
as the Directors may adopt and from time to time alter at their
pleasure.

5.3. Execution of Instruments. All deeds, leases,
transfers, contracts, bonds, notes and other obligations
authorized to be executed by an officer of the corporation in its

and on behalf shall be signed by the President or the Treasurer except as the Directors may generally or in particular cases otherwise direct.

5.4. Voting of Securities. Except as the Directors may otherwise direct, the President or Treasurer may waive notice of, and appoint any person or persons to act as proxy or attorney in fact for this corporation (with or without power of substitution) at any meeting of stockholders or shareholders of any other corporation or organization, the securities of which may be held by this corporation.

5.5. Corporate Records. The original, or attested copies of the Articles of Organization, By-Laws and records of all meetings of the incorporators and stockholders, and the stock and transfer records, which shall contain the names of all stockholders and the record address and the amount of stock held by each, shall be kept in Massachusetts at the principal office of the corporation, or at an office of its transfer agent or of the Clerk or of its resident agent. It is not necessary that all of said copies and records be kept in the same office.

5.6. Articles of Organization. All references in these By-Laws to the Articles of Organization shall be deemed to refer to the Articles of Organization of the corporation, as amended and in effect from time to time.

5.7. Amendments. The Directors may, at any meeting duly called for such purpose, make, amend or repeal these By-Laws in whole or in part, except with respect to any provision thereof which by law, the Articles of Organization or these By-Laws requires action by the stockholders. The stockholders may, at any meeting duly called for such purpose, amend these By-Laws in whole or in part. Not later than the time of giving notice of the meeting of stockholders next following the making, amending or repealing by the Directors of any By-Law, notice thereof stating the substance of such change shall be given to all stockholders entitled to vote on amending the By-Laws. No change in the date fixed in these By-Laws for the annual meeting of stockholders may be made within sixty days before the date fixed in these By-Laws, and in case of any change in such date, notice thereof shall be given to each stockholder in person or by letter mailed to his last known post office address at least twenty days before the new date fixed for such meeting. Any By-Law adopted, amended or repealed by the Directors may be repealed, amended or reinstated by the stockholders entitled to vote on amending the By-Laws.

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purpose of the corporation is to engage in the business of providing public relations services, advertising, marketing, media, business and management services and any other activity which may be lawfully carried on by a corporation organized under the Massachusetts General Laws, Chapter 156C, as amended.

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stock of any class are as

4f. Other lawful provisions, if any, for the conduct and regulation of business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

See Continuation Sheets 6A, 6B and 6C

*If there are no provisions, state "None".

Continuation Sheet 6A

Special Provisions

ONE: All corporate powers of the Corporation shall be exercised by the Board of Directors except as otherwise provided by law. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, amend or repeal the ByLaws of the Corporation in whole or in part, except with respect to any provision thereof which by law or the ByLaws requires action by the stockholders, and subject to the power of the stockholders to amend or repeal any By Law adopted by the Board of Directors.

TWO: Meetings of the stockholders of the Corporation may be held anywhere within the United States.

THREE: The Corporation may be a partner in any business enterprise which it would have power to conduct by itself.

FOUR: In the absence of fraud, no contract or other transaction of the Corporation shall be affected or invalidated by the fact that any of the directors of the Corporation are in any way interested in or connected with any other party to such contract or transaction or are themselves parties to such contract or transaction, provided that the interest in any such contract or transaction of any such director shall at the time be fully disclosed or otherwise known to the Board of Directors. Any director of the Corporation may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize such contract or transaction and may vote and act upon any matter, contract or transaction between the Corporation and any other person without regard to the fact that he is also a stockholder, director or officer of, or has any interest in, such other person with the same force and effect as if he were not such stockholder, director or officer or not so interested. Any contract or other transaction of the Corporation or of the Board of Directors or of any committee thereof which shall be ratified by a majority of the holders of the issued and outstanding stock entitled to vote at any annual meeting or any special meeting called for that purpose shall be as valid and as binding as if ratified by every stockholder of the Corporation; provided, however, that any failure of the stockholders to approve or ratify such contract or other transaction, when and if submitted, shall not be deemed in any ways to render the same invalid or deprive the directors and officers of their right to proceed with such contract or other transaction.

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... shall have been approved
of the corporation, after
indemnification by:

The Board of Directors by a majority of a quorum
consisting of directors who were not parties to
such action, suit or proceeding, or by

The stockholders of the Corporation by a majority
vote of a quorum consisting of stockholders who
were not parties to such action, suit or
proceeding, or

(b) in the absence of action by disinterested
directors or stockholders as above provided, there has
been obtained at the request of a majority of the Board
of Directors then in office a written opinion of
independent legal counsel to the effect that the
director or officer to be indemnified appears to have
acted in good faith in the reasonable belief that his
action was in the best interests of the Corporation.

Upon request therefor by any director, officer or person
enumerated in the preceding paragraph of this Article, the
Corporation may from time to time, if authorized by the Board of
Directors, prior to final adjudication or compromise or
settlement of the matter or matters as to which indemnification
is claimed, advance to such director, officer or person all
expenses incurred by him to date of such request. Any advance

Indemnification Sheet 5C

purauant to this provision shall be made on the condition the director, officer or person receiving such advance shall pay to the Corporation any amounts so advanced if, upon the termination of the matter or matters as to which such advances made, such director, officer or person shall not be entitled to indemnification under the preceding paragraph of this Article.

The foregoing right to indemnification shall not be exclusive of any other rights to which any such director, officer or person is entitled under any agreement, vote of stockholders, statute, or as a matter of law, or otherwise.

The provisions of this Article are separable, and if any provision or portion hereof shall for any reason be held inapplicable, illegal or ineffective, this shall not prevent any other provision or portion hereof from applying, and shall not affect any right of indemnification existing otherwise than under this Article.

SIX: To the fullest extent that the General Laws of the Commonwealth of Massachusetts as they exist on the date hereof or as they may hereafter be amended permit the limitation or elimination of the liability of directors, no director of this corporation shall be personally liable to this corporation or its shareholders for monetary damages for breach of fiduciary duty notwithstanding any provision of law imposing such liability. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of this corporation for or with respect to any acts or omission of such director occurring prior to such amendment or repeal.

adopted and the initial directors, president, treasurer and clerk, whose names

corporation shall be the date of filing with the Secretary of the Commonwealth or
not more than 30 days after the date of filing.)

for any purpose be treated as a permanent part of the Articles of Organization of the

initial principal office of the corporation of Massachusetts is:

Wellesley, Massachusetts 02181

office address of each of the initial directors and following officers of the corporation

RESIDENCE

POST OFFICE ADDRESS

Weber

63 Garden Road
Wellesley, MA 02181

Same as residence

Erin Weber

See above

Same as residence

Erin Weber

See above

Same as residence

Weber

See above

Same as residence

Erin Weber

See above

Same as residence

Erin Weber

See above

Same as residence

The date initially adopted on which the corporation's fiscal year ends is:

December 31

The date initially fixed in the by-laws for the annual meeting of stockholders of the corporation is:

First Tuesday in April

The name and business address of the resident agent, if any, of the corporation is:

Not Applicable

IN WITNESS WHEREOF and under the penalties of perjury the INCORPORATOR(S) sign(s) these Articles of Organization
this 8th day of June 1987

Michael J. May, III

The signature of each incorporator which is not a natural person must be an individual who shall show the capacity in which he acts
and by signing shall represent under the penalties of perjury that he is duly authorized on its behalf to sign these Articles of
Organization

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Michael Joseph Connolly
MICHAEL JOSEPH CONNOLLY
Secretary of State

PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT
TO BE FILLED IN BY CORPORATION

TO

Walter A. Wright, III, Esq.

Rich. May, Milodeau & Elchert, A.P.

104 Washington Street

Boston, Massachusetts 02108-4675

Telephone (617) 482-1360

A TRUE COPY ATTEST

William Francis Galvin

WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH

DATE *1/20/76* CLERK *[Signature]*

FILING FEE: 1/20 of 1% of the total amount of the authorized capital
stock with par value, and one cent a share for all authorized shares
without par value, but not less than \$125. General Laws, Chapter
156B. Shares of stock with a par value less than one dollar shall be
deemed to have par value of one dollar per share.

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